

DECLARATION AND POWER OF ATTORNEY

As a below named inventor, I hereby declare that:

My residence, post office address and citizenship are as stated below next to my name; that

I verily believe I am the original, first and sole inventor (if only one name is listed below) or a joint inventor (if plural inventors are named below) of the invention entitled:

**HYBRID POWER SUPPLY APPARATUS FOR BATTERY
REPLACEMENT APPLICATIONS**

which is described and claimed in:

the attached specification; or,
 the specification in application Serial No. 09/785,878, filed
16 February, 2001 or,
 as amended on _____; or,
 PCT international application No. _____ filed _____, as
amended under Article 19 on _____ and/or under Article
34 on _____ (if applicable).

I hereby state that I have reviewed and understand the contents of the above identified specification, including the claims, as amended by any amendment referred to above.

I acknowledge my duty to disclose information which is material to the patentability of this invention in accordance with Title 37, Code of Federal Regulations, §1.56(a).

I hereby claim foreign priority benefits under Title 35, United States Code, §119 of any foreign application(s) for patent or inventor's certificate or of any PCT international application(s) designating at least one country other than the United States of America listed below and have also identified below any foreign application for patent or inventor's certificate or any PCT international application(s) designating at least one country other than the United States of America filed by me on the same subject matter having a filing date before that of the application on which priority is claimed:

Prior Foreign/PCT Application(s)			Priority Claimed?	
Serial No.	Country	Filing Date	Yes	No

I hereby claim the benefit, under 35 U.S.C. §119(a)-(d), of any United States provisional application(s) that is/are listed below:

U.S. Provisional Patent Applications

Serial No.	Filing Date

I hereby claim the benefit, under 35 U.S.C. §120, of any United States application(s) or any PCT international application(s) designating the United States of America that is/are listed below and, insofar as the subject matter of each of the claims of this application is not disclosed in that/those prior application(s) in the manner provided by the first paragraph of 35 U.S.C. §112, I acknowledge the duty to disclose material information as defined in 37 C.F.R. §1.56(a) which occurred between the filing date of the prior application(s) and the national or PCT international filing date of this application:

U.S. Patent Applications		Status (Check One)		
Serial No.	Filing Date	Patented	Pending	Abandoned

PCT Applications Designating US			Status (Check One)		
PCT No.	Filed	U.S.S.N.	Patented	Pending	Abandoned

I hereby appoint the following attorney(s) and/or agent(s), with full powers of substitution and revocation, to prosecute this application and to transact all business in the Patent and Trademark Office connected therewith:

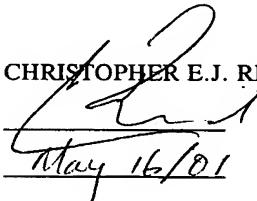
Name	Regn. No.	Name	Regn. No.
Gerald O.S. Oyen	27,280	Thomas W. Bailey	36,411
Blake R. Wiggs	29,505	Gavin N. Manning	36,412
Bruce M. Green	30,524	George F. Kondor	40,477
David J. McGruder	32,375		

I hereby declare that all statements made herein of my own knowledge are true and that all statements made on information and belief are believed to be true; and further that these statements were made with the knowledge that wilful false statements and the like so made are punishable by fine or imprisonment, or both, under Section 1001 of Title 18 of the United States Code and that such wilful false statements may jeopardize the validity of the application or any patent issuing thereon.

Full name of sole
or first Inventor:

CHRISTOPHER E.J. REID

Inventor's signature:



Date:

May 16/01

Residence Address: 2587 West 6th Avenue
Vancouver, British Columbia
Canada V6K 1W4

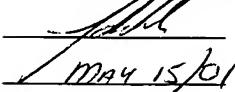
Citizenship: Canadian

Post Office Address: same as above

Full name of sole
or second Inventor: ADRIAN J. CORLESS

Inventor's signature:

Date:


MAY 15/01

Residence Address: 4 - 2017 West 15th Avenue
Vancouver, British Columbia
Canada V6J 2C4

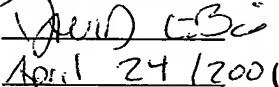
Citizenship: Canadian

Post Office Address: same as above

Full name of sole
or third Inventor: DAVID LEBOE

Inventor's signature:

Date:


DAVID LEBOE
April 24/2001

Residence Address: 2156 West 15th Avenue
Vancouver, British Columbia
Canada V6K 2Y5

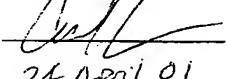
Citizenship: Canadian

Post Office Address: same as above

Full name of sole
or fourth Inventor: CAROLYN LAWRENCE

Inventor's signature:

Date:


CAROLYN LAWRENCE
24 April 01

Residence Address: 219 - 1741 West 10th Avenue
Vancouver, British Columbia
Canada V6J 2A5

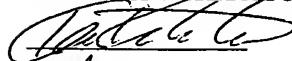
Citizenship: Canadian

Post Office Address: same as above

Full name of sole
or fifth Inventor:

KENNETH W. KRATSCHMAR

Inventor's signature:



Date:

May 1, 2001

Residence Address:

1315 Pembroke Street
Victoria, British Columbia
Canada V8R 1V2

Citizenship:

Canadian

Post Office Address:

same as above

ASSIGNMENT

WHEREAS WE, **REID, Christopher E.J.** of 2587 West 6th Avenue, Vancouver, British Columbia, Canada, V6K 1W4; **CORLESS, Adrian J.** of 4 - 2017 West 15th Avenue, Vancouver, British Columbia, Canada, V6J 2C4; **LEBOE, David** of 2156 West 15th Avenue, Vancouver, British Columbia, Canada, V6K 2Y5; **LAWRENCE, Carolyn** of 219 - 1741 West 10th Avenue, Vancouver, British Columbia, Canada, V6J 2A5; and **KRATSCHMAR, Kenneth W.** of 1315 Pembroke Street, Victoria, British Columbia, Canada, V8R 1V2 (hereinafter called the "Assignors"), are the inventors of certain inventions or improvements described and claimed in United States patent application serial No. 09/785/878 filed 16 February, 2001 and entitled:

**HYBRID POWER SUPPLY APPARATUS FOR BATTERY
REPLACEMENT APPLICATIONS**

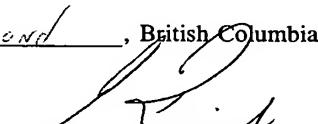
AND WHEREAS, **CELLEX POWER PRODUCTS, INC.**, (hereinafter called the "Assignee") whose full post office address is 220 - 13155 Delf Place, Richmond, British Columbia, Canada, V6V 2A2, is desirous of acquiring the entire right, title and interest in and to the said inventions or improvements, and in and to the said application, and in, to and under any and all Letters Patent which may be granted on or as a result thereof in any and all countries;

NOW THEREFORE, in consideration of the sum of ONE (\$1.00) DOLLAR and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, we, the Assignors, do hereby sell, assign, transfer and set over to the Assignee the entire right, title and interest in and to the said inventions or improvements and said application, and any and all continuations, divisions, renewals of or substitutes for said application, and in, to and under any and all Letters Patent which may be granted on or as a result thereof, and any reissue or reissues of said Letters Patent; and we assign to and authorize the Assignee to file in our names applications for Letters Patent for said inventions or improvements in all countries, the same to be held and enjoyed by the Assignee, its successors, assigns, nominees or legal representatives, to the full end of the term or terms for which said Letters Patent respectively may be granted, reissued or extended, as fully and entirely as the same would have been held and enjoyed by us, had this assignment, sale and transfer not been made;

AND we hereby covenant that we have full right to convey the entire interest herein assigned, and that we have not executed and will not execute any agreement in conflict herewith, and we further covenant and agree that we will, each time request is made and without undue delay, execute and deliver all such papers as may be necessary or desirable to perfect the title to said inventions or improvements, said application and said Letters Patent, in the Assignee, its successors, assigns, nominees or legal representatives, and we agree to communicate to the Assignee, or its nominees, all known facts respecting said inventions or improvements, said application and said Letters Patent, to testify in any legal proceedings, to sign all lawful papers, to execute all disclaimers and divisional, continuing, reissue and foreign applications, to make all rightful oaths, and generally to do everything possible to aid the Assignee, its successors, assigns, nominees and legal representatives to obtain and enforce for its or their own benefit, proper patent protection for said inventions or improvements in any and all countries, all at the expense, however, of the Assignee or its successors, assigns, nominees or legal representatives;

AND we hereby authorize and request the Commissioner of Patents and Trademarks of the United States of America and any official of any country or countries foreign to the United States of America whose duty it is to issue patents on applications as aforesaid, to issue to the Assignee, as assignee of the entire right, title and interest, any and all Letters Patent for said inventions or improvements, which may be issued and granted on or as a result of the application aforesaid, in accordance with the terms of this Assignment.

EXECUTED at Richmond, British Columbia this 16th day of
May, 2001.


CHRISTOPHER E.J. REID

NOTARIAL CERTIFICATE

On this 16th day of May, 2001, before me, personally appeared CHRISTOPHER E.J. REID known to me to be the individual who executed the foregoing instrument, and who acknowledged to me that he executed the same of his own free will and for the purpose therein set forth.

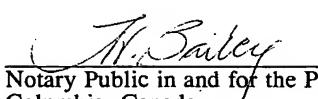

Notary Public in and for the Province of British Columbia, Canada.
My Commission is for life.

EXECUTED at Richmond, British Columbia this 16th day of
May, 2001.


ADRIAN J. CORLESS

NOTARIAL CERTIFICATE

On this 16th day of May, 2001, before me, personally appeared ADRIAN J. CORLESS, known to me to be the individual who executed the foregoing instrument, and who acknowledged to me that he executed the same of his own free will and for the purpose therein set forth.


Notary Public in and for the Province of British Columbia, Canada.
My Commission is for life.

EXECUTED at Richmond, British Columbia this 24th day of
April, 2001.


DAVID LEBOE

NOTARIAL CERTIFICATE

On this 24th day of April, 2001, before me, personally appeared DAVID LEBOE, known to me to be the individual who executed the foregoing instrument, and who acknowledged to me that he executed the same of his own free will and for the purpose therein set forth.

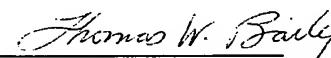

Thomas W. Bailey
Notary Public in and for the Province of British Columbia, Canada.
My Commission is for life.

EXECUTED at Richmond, British Columbia this 24th day of
April, 2001.


CAROLYN LAWRENCE

NOTARIAL CERTIFICATE

On this 24th day of April, 2001, before me, personally appeared CAROLYN LAWRENCE, known to me to be the individual who executed the foregoing instrument, and who acknowledged to me that he executed the same of his own free will and for the purpose therein set forth.


Thomas W. Bailey
Notary Public in and for the Province of British Columbia, Canada.
My Commission is for life.

May EXECUTED at Victoria, British Columbia this 1st day of
2001.


KENNETH W. KRATSCHMAR

NOTARIAL CERTIFICATE

On this 1 day of May, 2001, before me, personally appeared KENNETH W. KRATSCHMAR, known to me to be the individual who executed the foregoing instrument, and who acknowledged to me that he executed the same of his own free will and for the purpose therein set forth.


Notary Public in and for the Province of British Columbia, Canada.
My Commission is for life. **MICHAEL S. FROST**
Barrister and Solicitor
1620 Cedar Hill X Road
Victoria, BC
V8P 2P6

STATEMENT OF ACCEPTANCE

The foregoing Assignment is hereby accepted:

CELLEX POWER PRODUCTS, INC.

C/S

By:
Title:
Date:


PRESIDENT & CEO
May 16/01

Applicant or Patentee: REID et al. _____
Serial or Patent No.: 09/785,878 _____ Attorney's Docket No.: C5780002
Filed or Issued: 16 February, 2001
For: HYBRID POWER SUPPLY APPARATUS FOR BATTERY REPLACEMENT APPLICATIONS

VERIFIED STATEMENT (DECLARATION) CLAIMING SMALL ENTITY
STATUS (37 C.F.R. 1.9(f) and 1.27(c)) -- SMALL BUSINESS CONCERN

I hereby declare that I am

the owner of the small business concern identified below:
 an official of the small business concern empowered to act on behalf of the concern identified below:

NAME OF CONCERN CELLEX POWER PRODUCTS, INC.

ADDRESS OF CONCERN 220 - 13155 Delf Place, Richmond, British Columbia, Canada, V6V 2A2

I hereby declare that the above identified small business concern qualifies as a small business concern as defined in 13 C.F.R. 121.3-18, and reproduced in 37 C.F.R. 1.9(d), for purposes of paying reduced fees under Section 41(a) and (b) of Title 35, United States Code, to the Patent and Trademark Office, in that the number of employees of the business concern, including those of its affiliates, does not exceed 500 persons. For purposes of this statement, (1) the number of employees of the business concern is the average over the previous fiscal year of the concern of the persons employed on a full-time, part-time or temporary basis during each of the pay periods of the fiscal year, and (2) concerns are affiliates of each other when either, directly or indirectly, one concern controls or has the power to control the other, or a third party or parties controls or has the power to control both.

I hereby declare that rights under contract or law have been conveyed to and remain with the small business concern identified above with regard to the invention, entitled HYBRID POWER SUPPLY APPARATUS FOR BATTERY REPLACEMENT APPLICATIONS

by inventor(s) Christopher E.J. Reid; Adrian J. Corless; David Leboe; Carolyn Lawrence; and Kenneth W. Kratschmar
described in:

the specification filed herewith
 application Serial No. 09/785,878 filed 16 February, 2001
 Patent No. _____ issued _____

If the rights held by the above identified small business concern are not exclusive, each individual, concern or organization having rights to the invention is listed below, and no rights to the invention are held by any person, other than the inventor, who could not qualify as a small business concern under 37 C.F.R. 1.9(d) or by any concern which would not qualify as a small business concern under 37 C.F.R. 1.9(d) or a non-profit organization under 37 C.F.R. 1.9(e). *NOTE: Separate verified statements are required from each named person, concern or organization having rights to the invention averring to their status as small entities. (37 C.F.R. 1.27)

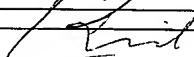
FULL NAME _____
ADDRESS _____
 Individual Small Business Concern Non Profit Organization

FULL NAME _____
ADDRESS _____
 Individual Small Business Concern Non Profit Organization

I acknowledge the duty to file, in this application or patent, notification of any change in status resulting in loss of entitlement to small entity status prior to paying, or at the time of paying, the earliest of the issue fee or any maintenance fee due after the date on which status as a small entity is no longer appropriate. (37 C.F.R. 1.28(b))

I hereby declare that all statements made herein of my own knowledge are true and that all statements made on information and belief are believed to be true; and further that these statements were made with the knowledge that wilful false statements and the like so made are punishable by fine or imprisonment, or both, under Section 1001 of Title 18 of the United States Code, and that such wilful false statements may jeopardize the validity of the application, any patent issuing thereon, or any patent to which this verified statement is directed.

NAME OF PERSON SIGNING CHRISTOPHER REID
TITLE OF PERSON OTHER THAN OWNER President
ADDRESS OF PERSON SIGNING 2581 West 174 Avenue, Vancouver, BC, Canada

SIGNATURE  DATE May 16/01

Applicant or Patentee: REID et al.

Serial or Patent No.: 09/785,878

Attorney's Docket No.: C5780002

Filed or Issued: 16 February, 2001

For: HYBRID POWER SUPPLY APPARATUS FOR BATTERY REPLACEMENT APPLICATIONS

VERIFIED STATEMENT (DECLARATION) CLAIMING SMALL ENTITY
STATUS (37 C.F.R. 1.9(f) and 1.27(b)) -- INDEPENDENT INVENTOR

As a below named inventor, I hereby declare that I qualify as an independent inventor as defined in 37 C.F.R. 1.9(c) for purposes of paying reduced fees under Section 41(a) and (b) of Title 35, United States Code, to the Patent and Trademark Office with regard to the invention entitled **HYBRID POWER SUPPLY APPARATUS FOR BATTERY REPLACEMENT APPLICATIONS** described in:

the specification filed herewith
 application Serial No. 09/785,878 filed 16 February, 2001
 Patent No. issued _____

I have not assigned, granted, conveyed or licensed, and am under no obligation under contract or law to assign, grant, convey or license, any rights in the invention to any person who could not be classified as an independent inventor under 37 C.F.R. 1.9(c) if that person had made the invention, or to any concern which would not qualify as a small business concern under 37 C.F.R. 1.9(d) or a non-profit organization under 37 C.F.R. 1.9(e).

Each person, concern or organization to which I have assigned, granted, conveyed, or licensed or am under an obligation under contract or law to assign, grant, convey or license, any rights in the invention is listed below:

no such person, concern or organization
 persons, concerns or organizations listed below *

* NOTE: Separate verified statements are required from each named person, concern or organization having rights to the invention averring to their status as small entities. (37 C.F.R. 1.27)

FULL NAME Cellex Power Products, Inc.

ADDRESS 220 - 13155 Delf Place, Richmond, British Columbia, Canada, V6V 2A2

Individual Small Business Concern Non Profit Organization

FULL NAME _____

ADDRESS _____

Individual Small Business Concern Non Profit Organization

FULL NAME _____

ADDRESS _____

Individual Small Business Concern Non Profit Organization

I acknowledge my duty to file, in this application, or patent, notification of any change in status resulting in loss of entitlement to small entity status prior to paying, or at the time of paying, the earliest of the issue fee or any maintenance fee due after the date on which status as a small entity is no longer appropriate. (37 C.F.R. 1.28(b))

I hereby declare that all statements made herein of my own knowledge are true and that all statements made on information and belief are believed to be true; and further that these statements were made with the knowledge that wilful false statements and the like so made are punishable by fine or imprisonment, or both, under Section 1001 of Title 18 of the United States Code, and that such wilful false statements may jeopardize the validity of the application, any patent issuing thereon, or any patent to which this verified statement is directed.

Christopher E.J. REID

Name of Inventor

Inventor's Signature

May 16/01

Date

Adrian J. CORLESS

Name of Inventor

Inventor's Signature

May 15/01

Date

David LEBOE

Name of Inventor

Inventor's Signature

April 24/2001

Date

Carolyn LAWRENCE

Name of Inventor

Inventor's Signature

24 April 01

Date

Kenneth W. KRATSCHMAR

Name of Inventor

Inventor's Signature

May 1, 2001

Date